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Attorneys for the Debtor

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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**In re:**

**UD DISSOLUTION CORP.  
(fna, V3 Systems, Inc.)**

**Debtor.**

**Bankruptcy Case No. 14-32546  
Chapter 11**

**Honorable Joel T. Marker  
(Filed Electronically)**

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**NOTICE OF MOTION FOR ORDER APPROVING SETTLEMENT WITH  
ABUNDANCE PRIVATE OPPORTUNITY FUND, LP AND NOTICE OF  
OPPORTUNITY FOR HEARING**

**(Objection Deadline: June 29, 2015)  
(Hearing Date: July 9, 2015 at 10:00 a.m.)**

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PLEASE TAKE NOTICE that the Debtor has filed with the United States Bankruptcy Court for the District of Utah its Motion for Order Approving Settlement with Abundance Private Opportunity Fund, LP [Docket No. 106].

**Your rights may be affected. You should read the Motion carefully and discuss it with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)**

By the Motion, the Debtor seeks approval of a settlement reached with Abundance Private Opportunity Fund, LP containing the following settlement terms:

1. Abundance shall have allowed claims against the Debtor to be treated under the Debtor's plan of reorganization as follows:

(a) An allowed general unsecured claim of \$986,000, provided, however, that, Abundance will consent to lesser treatment in the general unsecured class, as follows: if and when Abundance receives \$700,000 on account of its allowed general unsecured claim, an additional \$286,000 of the allowed general unsecured claim will be treated as a subordinated claim described in (b) below.

(b) An allowed subordinated claim of \$300,151.58, with subordination to general unsecured claims but priority over equity interests and claims.

2. Abundance will retain \$375,000 in payments made by the Debtor to Abundance in November, 2014.

3. Abundance and the Debtor agree that the foregoing treatment shall be incorporated into the Debtor's proposed plan and that each party shall execute a mutual release as to the other releasing all claims between them, except as resolved by the Settlement Agreement and incorporated into the plan.

NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE COURT ON OR BEFORE THE OBJECTION DEADLINE SET FORTH BELOW.

If you do not want the Court to grant the relief requested in the Motion then you or your attorney must:

(1) on or before **June 29, 2015**, file with the Bankruptcy Court a written objection to the Motion explaining your position, at:

Clerk of the Court  
United States Bankruptcy Court  
350 South Main Street, Room 301  
Salt Lake City, Utah 84101

If you mail your objection to the Bankruptcy Court for filing you must mail it early enough so that the Court will **receive** it on or before **June 29, 2015**. At the same time, you must also serve a copy of the objection so as to be received by that date by (1) counsel for the Debtor, Blake D. Miller, Miller Toone, P.C., 165 South Regent Street, Salt Lake City, Utah 84111; (2) counsel for the Unsecured Creditors' Committee, Peter W. Billings, Fabian & Clendenin, 215 South State Street, Suite 1200, Salt Lake City, UT 84111-2323; and (ii) Laurie A. Cayton, Office of the United States Trustee, 405 S. Main St., Suite 300, Salt Lake City, Utah 84111.

(2) attend the hearing on the Applications which is set for **July 9, 2015**, at the hour of **10:00 a.m.** before the Honorable Joel T. Marker, Courtroom 341, 350 South Main Street, Salt Lake City, Utah 84101. Failure to attend the hearing will be deemed a waiver of your objection.

If you or your attorney do not take these steps, the Bankruptcy Court may decide that you do not oppose the relief sought in the Applications and may enter an order granting that relief. In the absence of a timely filed objection, the undersigned counsel may and will ask the Court to strike the hearing and enter an order approving the Applications without a hearing.

DATED this 4th day of June 2015.

MILLER TOONE, P.C.

/s/Deborah R. Chandler

Blake D. Miller  
Deborah R. Chandler

**CERTIFICATE OF SERVICE—BY NOTICE OF ELECTRONIC FILING (CM/ECF)  
AND MAIL TO MAILING MATRIX**

I hereby certify that on June 4, 2015, I electronically filed the foregoing **NOTICE OF MOTION FOR ORDER APPROVING SETTLEMENT WITH ABUNDANCE PRIVATE OPPORTUNITY FUND, LP AND NOTICE OF OPPORTUNITY FOR HEARING** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, are registered CM/ECF users and will be served through the CM/ECF system.

- **Matthew M. Boley** mmb@pkhlawyers.com, jh@pkhlawyers.com
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- **Robert S. Prince** rprince@kmclaw.com, squilter@kmclaw.com
- **United States Trustee** USTPRegion19.SK.ECF@usdoj.gov

I further certify that on June 4, 2015, I caused to be served true and correct copies of the foregoing by regular first class United States mail, postage fully pre-paid, addressed to all parties as set forth herein listed on the Official Court Mailing Matrix dated June 4, 2015, attached hereto.

Miller Toone, P.C.

/s/Deborah R. Chandler

Blake D. Miller  
Deborah R. Chandler

Label Matrix for local noticing

1088-2

Case 14-32546

District of Utah

Salt Lake City

Thu Jun 4 11:37:01 MDT 2015

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The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

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Internal Revenue Service  
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The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

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(u)Mark Hashimoto

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(u)Brennan Moss

(u)Quail Creek Partners, LLC

(u)Unsecured Creditors' Committee

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End of Label Matrix  
Mailable recipients 151  
Bypassed recipients 9  
Total 160